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*Special Securitization and Investigatory Counsel
to the Debtors and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**NOTICE OF FILING OF SUPPLEMENT TO DECLARATION OF THOMAS KELLY
IN SUPPORT OF THE DEBTORS' APPLICATION UNDER SECTION 327(e) OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 2014(a) AND LOCAL RULE 2014-1 FOR
AUTHORIZATION TO EMPLOY AND RETAIN DORSEY & WHITNEY AS SPECIAL
SECURITIZATION AND INVESTIGATORY COUNSEL TO THE
DEBTORS, NUNC PRO TUNC TO MAY 14, 2012**

PLEASE TAKE NOTICE THAT on June 26, 2012, Dorsey & Whitney LLP (the
“**Applicant**”), Special Securitization and Investigatory Counsel to Residential Capital, LLC., *et*
al., as debtors and debtors in possession (collectively, the “**Debtors**”) submitted the Declaration

(the “**Declaration**”) of Thomas Kelly in Support of the Debtors’ Application under Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1 for Authorization to Employ and Retain Dorsey & Whitney as Special Securitization and Investigatory Counsel to the Debtors, *Nunc Pro Tunc* to May 14, 2012 [Dkt. No. 509].

PLEASE TAKE FURTHER NOTICE THAT Dorsey has filed the annexed Supplement (the “**Supplement**”) to the Declaration of Thomas Kelly in Support of the Debtors’ Application under Section 327(e) of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1 for Authorization to Employ and Retain Dorsey & Whitney as Special Securitization and Investigatory Counsel to the Debtors, *Nunc Pro Tunc* to May 14, 2012.

Dated: January 24, 2013

DORSEY & WHITNEY LLP

By: /s/ Jessica D. Mikhailevich

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*Special Securitization and Investigatory Counsel
for Residential Capital, LLC, et al.*

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**UNITED STATES BANKRUPTCY COURT
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RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
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**SUPPLEMENT TO DECLARATION OF THOMAS KELLY IN SUPPORT OF
THE DEBTORS' APPLICATION UNDER SECTION 327(e) OF THE
BANKRUPTCY CODE, BANKRUPTCY RULE 2014(a) AND LOCAL RULE
2014-1 FOR AUTHORIZATION TO EMPLOY AND RETAIN DORSEY & WHITNEY
AS SPECIAL SECURITIZATION AND INVESTIGATORY COUNSEL TO THE
DEBTORS, NUNC PRO TUNC TO MAY 14, 2012**

Pursuant to sections 327 and 329 of the Bankruptcy Code, Bankruptcy Rules 2014(a) and 2016(b) and 28 U.S.C. § 1746, Thomas Kelly declares:

1. I am a partner of the firm of Dorsey & Whitney LLP ("Dorsey & Whitney"), 50 South Sixth Street, Suite 1500, Minneapolis, Minnesota 55402 and I am admitted to practice law before the Courts of the state of Minnesota.

2. I submit this supplement to declaration (the "Supplement") (a) in further support of the application (the "Application") filed by Residential Capital, LLC, et al. (the "Debtors") seeking authorization to employ Dorsey & Whitney as special securitization and investigatory counsel to the Debtors with respect to the Ongoing Matters¹ *nunc pro tunc* to May 14, 2012, which was approved by this Court on July 27, 2012 by the Order Under Section 327(e) of the

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application or in the Retention Order.

Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Rule 2014-1 Authorizing the Employment and Retention of Dorsey & Whitney as Special Securitization and Investigatory Counsel to the Debtors, *Nunc Pro Tunc* to May 14, 2012 [Docket No. 929] (the “Retention Order”); and (b) in accordance with the Retention Order’s requirement that, Dorsey & Whitney shall advise the US Trustee and the Committee of “additional advice on matters substantially associated with the subject matter of Dorsey & Whitney’s retention by not specifically enumerated [in the Retention Order], in the Application or in the Kelly Declaration and the Supplemental Kelly Declaration” The Retention Order further provided that “other services . . . requested by the Debtors and agreed to by Dorsey & Whitney beyond the scope of the Ongoing Matters shall be subject to separate approval by Court order.”

3. On January 3, 2013 Dorsey & Whitney was contacted to request assistance in preparing two English non-debtor entities, Viaduct (No. 7) Limited (“Viaduct”) and Flume (No. 8) Limited (“Flume”) for voluntary dissolution under English law (the “New Matter”). In doing this work, we have been asked to represent Viaduct and Flume, not the Debtors. We have reviewed conflict checks with respect to Viaduct and Flume. Based on such review and the review also contained in the Declaration, Dorsey & Whitney does not represent or hold an interest adverse to the Debtors or the Debtors’ estates with respect to the New Matter. It is our understanding that Court approval is not necessary to authorize our representation of non-debtor entities. The Applicant files this Supplement to place all interested parties on notice of the New Matter and provide any interested party an opportunity to respond if it believes Court approval is required.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: January 24, 2013
Minneapolis, Minnesota



THOMAS O. KELLY III
DORSEY & WHITNEY LLP
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